UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

No. 17-ev-8223 (PKC)

V.

MOHAMMED ALI RASHID,

Defendant.

DECLARATION OF GARY ENZOR

I, Gary Enzor, pursuant to 28 U.S.C. § 1746, declare as follows:

- I am over 18 years of age, and I am a United States citizen residing in Nashville,
 Tennessee. I am currently the Chairman of the Board and Chief Executive Officer of Quality
 Distribution, Inc. ("QDP"), a privately held company headquartered in Tampa, Florida.
- 2. I make this Declaration based upon personal knowledge, information, and belief.
 To the extent that there are assertions herein concerning dates, charges, and numbers, they are based upon my best information and recollection.
- Attachments A through M hereto are true and correct copies of records in my
 possession. Attachments A, B, and D through M reflect charges that I made, to the best of my
 knowledge.
- 4. In November 2004, I became the Chief Operating Officer and Executive Vice President of QDI, a chemical bulk tank trucking and chemical tank container company headquartered in Tampa, Florida. In November 2005, in addition to my role as Chief Operating Officer, I became President of QDI. In 2007, I became Chief Executive Officer of QDI. In

2008, in addition to my role as CEO of QDI, I became a member of the QDI board of directors. In 2013, I became Chairman of the Board, and since that time I have remained Chairman and CEO of QDI.

- 5. When I joined QDI in November 2004, it was a publicly traded company, and Apollo Investment Fund III, L.P., which was managed by private equity firm Apollo Global Management LLC ("Apollo"), was its majority shareholder. As the largest shareholder, Apollo controlled five of the ten QDI director positions at that time.
- 6. In June 2005, Defendant Mohammed Ali Rashid ("Rashid"), then an Apollo partner, became a member of the QDI board of directors. Rashid remained on the QDI board until Apollo exited its ownership position in QDI in or about August 2013. At all times from June 2005 through August 2013, while Rashid was a director of QDI, it was a publicly traded company.
- 7. In or about January 2013, Rashid knew that I was going to be in New Orleans for the Super Bowl that year. Rashid told me that he was going to the game because one of his friends was an executive with the San Francisco 49ers, which was one of the teams playing in the game.
- 8. On February 3, 2013, QDI hosted a social brunch for some of its outside legal associates in New Orleans before the Super Bowl. Because I knew Rashid would be in town, I had previously invited him to attend, and Rashid brought a woman to that event; but in my view, this brunch would not have justified Rashid treating his airfare, lodging, or other travel expenses that weekend as QDI-related business expenses.

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- 9. From 2010 through 2013, to the best of my knowledge, I had lunch with Rashid in New York only once without other members of the QDI management team or board being present. We ate at a sushi restaurant across the street from Apollo's New York office.
- From 2010 through 2013, to the best of my knowledge, I never had dinner alone with Rashid.
- 11. From 2010 through 2013, I was present at a limited number of dinners attended by Rashid and other QDI officers and directors. To the best of my knowledge, these dinners were always in conjunction with board or investor meetings.
- 12. If I attended a business dinner with members of the QDI board while I was CEO and Chairman of the Board, it was QDI's practice that I or another QDI executive pay the bill and submit it to the QDI accounting department for reimbursement. It would have been atypical for a QDI director to pay for a meal when I was present.
 - 13. I do not recall Rashid ever paying for a dinner that I attended.
- 14. To the best of my knowledge, I did not have dinner with Rashid at Brother Jimmy's in New York City on Saturday, April 3, 2010. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York at any time in April 2010. I do not believe I have ever eaten at Brother Jimmy's in New York.
- 15. To the best of my knowledge, I did not have dinner at the Cooper Square Hotel with Rashid in New York City on Friday, April 9, 2010. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York at any time in April 2010. I do not believe I have ever been to the Cooper Square Hotel in New York. Moreover, my credit card records show that I was in Tampa, Florida, on April 9,

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- 2010. See Attachment A hereto, which is an excerpt of my credit card account activity for the month of April 2010, reflecting transactions in the Tampa area on April 9, 2010.
- 16. To the best of my knowledge, I did not have dinner with Rashid at Peter Luger in New York City on July 28, 2010. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York at any time in July 2010. I do not believe I have ever eaten at Peter Luger in New York.
- 17. To the best of my knowledge, I did not have dinner with Rashid in New York
 City on Saturday, August 14, 2010. I have personally reviewed my QDI expense reports and
 related documentation, and those materials do not indicate that I was in New York on August 14,
 2010. To the best of my knowledge, I was returning from a cruise that docked in Fort
 Lauderdale, Florida, that day; and my credit card records show that I was in Bartow, Florida, at
 one point on August 14, 2010. See Attachment B hereto, which is an excerpt from a credit card
 statement for the monthly period ending on September 16, 2010, showing a transaction in
 Bartow on August 14, 2010.
- 18. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on October 20, 2010. I have personally reviewed my QDI expense reports and related documentation, and those materials indicate that I took a flight from Phoenix, Arizona, to Tampa, Florida, that day, with a scheduled landing at 5:20 PM EDT. See Attachment C hereto, which is a screenshot of my Southwest Airlines flight confirmation for the October 20, 2010 flight from Phoenix to Tampa.

 Additionally, my credit card records reflect an airport parking charge in Tampa dated October 20, 2010. See Attachment D hereto, which is an excerpt from a credit card statement for the

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monthly period ending on November 15, 2010, showing an October 20, 2010 SunPass charge for parking at Tampa International Airport.

- 19. To the best of my knowledge, I did not have drinks with Rashid and other members of the QDI management team in New York City on Friday, October 22, 2010. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York that day. Moreover, my credit card records show that I was in Clearwater, Florida, on October 22 and 23, 2010. See Attachment D hereto, which is an excerpt from a credit card statement for the monthly period ending on November 15, 2010, showing transactions in Clearwater on October 22 and 23, 2010.
- 20. To the best of my knowledge, I did not have dinner with Rashid in New York
 City on Saturday, December 11, 2010. I have personally reviewed my QDI expense reports and
 related documentation, and those materials do not indicate that I was in New York that day. My
 credit card records show that I was in Tampa, Florida, that weekend. See Attachment E hereto,
 which is an excerpt of my credit card account activity in December 2010, showing charges in the
 Tampa area on December 10–12, 2010.
- 21. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on Saturday, February 26, 2011. I have personally reviewed my QDI expense reports and related documentation, and those materials indicate that I participated in a business event with QDI affiliate partners in Tampa, Florida, that weekend.
- 22. To the best of my knowledge, I did not have dinner with Rashid in New York City on Friday, April 1, 2011. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York that day. My credit

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card records show that I was in Tampa, Florida, on April 1, 2011. See Attachment F hereto, which is an excerpt from a credit card statement for the monthly period ending on April 15, 2011, showing charges in Tampa on April 1, 2011.

- 23. To the best of my knowledge, I did not have dinner with Rashid in New York
 City on Sunday, April 24, 2011. I have personally reviewed my QDI expense reports and related
 documentation, and those materials do not indicate that I was in New York that day. My credit
 card records show that I was in the Tampa, Florida area on April 24, 2011. See Attachment G
 hereto, which is an excerpt from a credit card statement for the monthly period ending on May
 15, 2011, showing charges in the Tampa area on April 24, 2011.
- 24. To the best of my knowledge, I did not have dinner with Rashid in New York City on June 8, 2011. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York at any time in June 2011.
- 25. To the best of my knowledge, I did not have dinner with Rashid in New York
 City on Saturday, July 9, 2011. I have personally reviewed my QDI expense reports and related
 documentation, and those materials do not indicate that I was in New York on July 9, 2011. My
 credit card records show that I was in the Chicago, Illinois area with family that weekend. See
 Attachment H hereto, which is an excerpt from a credit card statement for the monthly period
 ending on July 15, 2011, showing charges in the Chicago area on July 6–10, 2011.
- 26. To the best of my knowledge, I did not have dinner with Rashid in New York.
 City on Saturday, July 30, 2011. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York on July 30, 2011.
 My credit card records show that I was in Tampa and Wesley Chapel, Florida, that day,

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celebrating my daughter's birthday, I believe. *See* Attachment I hereto, which is an excerpt from a credit card statement for the monthly period ending on August 15, 2011, showing charges in Tampa and Wesley Chapel on July 30, 2011.

- 27. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on September 1, 2011. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York that day. My credit card records show that I was in Brandon, Florida, on September 1, 2011. *See* Attachment J hereto, which is an excerpt from a credit card statement for the monthly period ending on September 15, 2011, showing a charge in Brandon on September 1, 2011.
- 28. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on Saturday, April 21, 2012. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York that day. My credit card records show that I was in Tampa, Florida, that weekend. *See* Attachment K hereto, which is an excerpt from a credit card statement for the monthly period ending on May 15, 2012, showing charges in Tampa on April 21 and 22, 2012.
- 29. To the best of my knowledge, I did not have dinner with Rashid in New York
 City on Friday, April 27, 2012. I have personally reviewed my QDI expense reports and related
 documentation, and those materials do not indicate that I was in New York that day. My credit
 card records show that I was in Tampa, Florida, that weekend. See Attachment K hereto, which
 is an excerpt from a credit card statement for the monthly period ending on May 15, 2012,
 showing charges in Tampa on April 26–28, 2012.

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- 30. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on August 14, 2012. I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York that day. My credit card records show that I was in the Tampa, Florida area on August 14, 2012. *See* Attachment L hereto, which is an excerpt from a credit card statement for the monthly period ending on September 15, 2012, showing charges in the Tampa area on August 14 and 15, 2012.
- 31. In August 2012, Gerald Detter, Bo Leslie, Dennis Copeland, and Thomas
 Finkbiner were not employees of QDI and would not have been having a business dinner with
 Rashid and the then-current QDI management team in New York City. Detter was the CEO of
 QDI from June 2005 through July 2007 and a director of QDI through May 2008, when he
 retired. Leslie was Executive Vice President of QDI from March 2000 through April 2008,
 when he left QDI. His severance payments ran through July 2009. Copeland was a senior
 executive of QDI from October 1988 through April 2010. He received severance and consulting
 fees through April 2013, but to the best of my knowledge he did not attend QDI management
 meetings in 2012. Finkbiner was the President and CEO of QDI from November 1999 through
 June 2005, when he left QDI. His severance payments ran through June 2007.
- 32. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on February 14, 2013 (Valentine's Day). I have personally reviewed my QDI expense reports and related documentation, and those materials do not indicate that I was in New York on February 14, 2013. My records show that I had dinner with my wife that night at the Tampa Palms Country Club in Tampa, Florida. See

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Attachment M hereto, which is a bill for the month of February 2013, reflecting our February 14, 2013 dinner in Tampa.

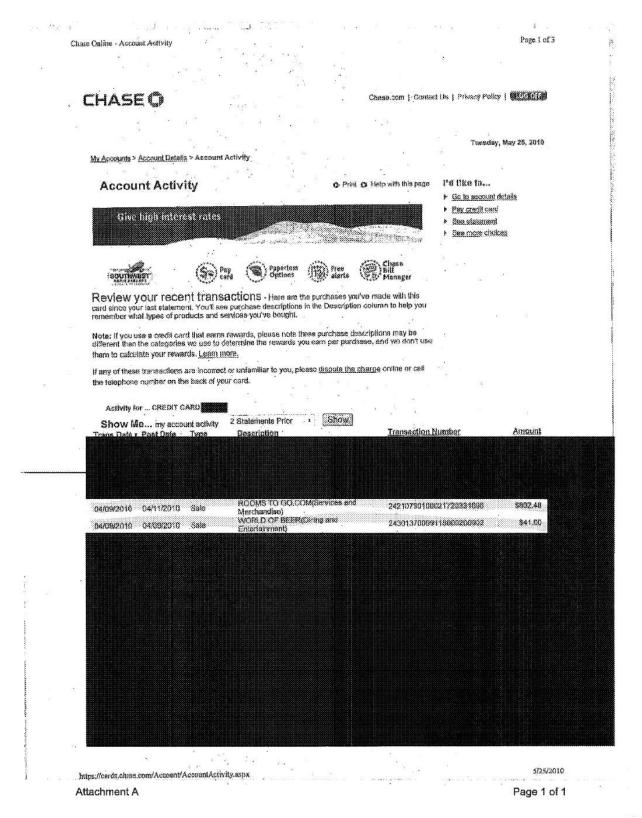
- 33. QDI has no business operations in Hawaii. There would not have been a business reason for Rashid to be in Hawaii on behalf of or in any way to benefit QDI.
- 34. I do not recall ever receiving ties, shirts, electronics, gift cards, or any other gifts from Rashid.
- 35. I do not recall ever receiving ties, shirts, electronics, gift cards, or any other gifts from any individual Apollo employee other than Thomas White, who sent me a Ritz Carlton gift card as a wedding gift.

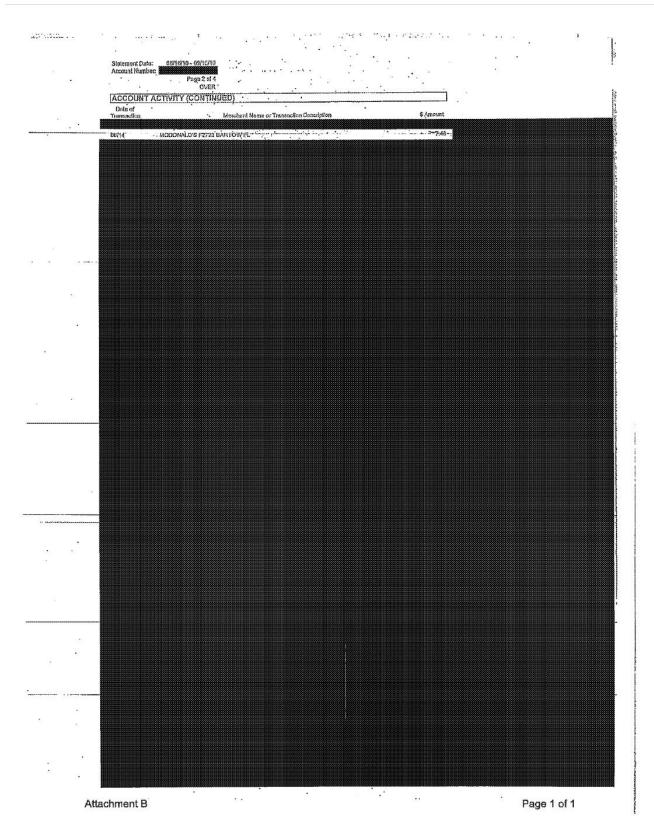
Pursuant to 28 U.S.C. § 1746, I, Gary Enzor, declare under penalty of perjury that the foregoing is true and correct.

Executed on June 36, 2018 Tampa, Florida

Gary Enzor

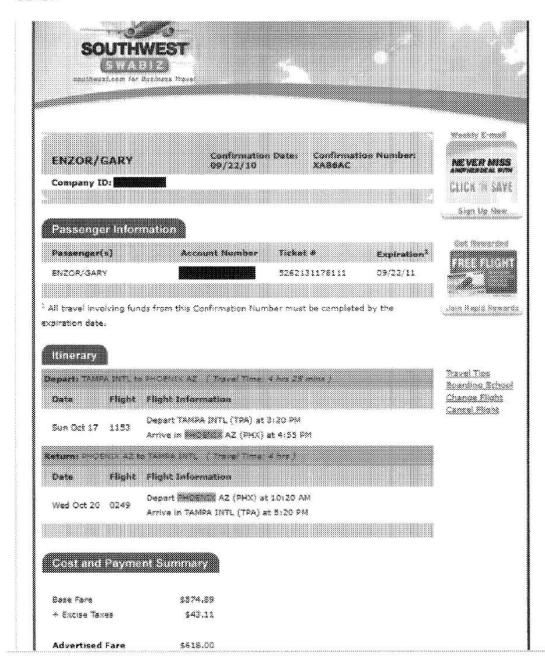
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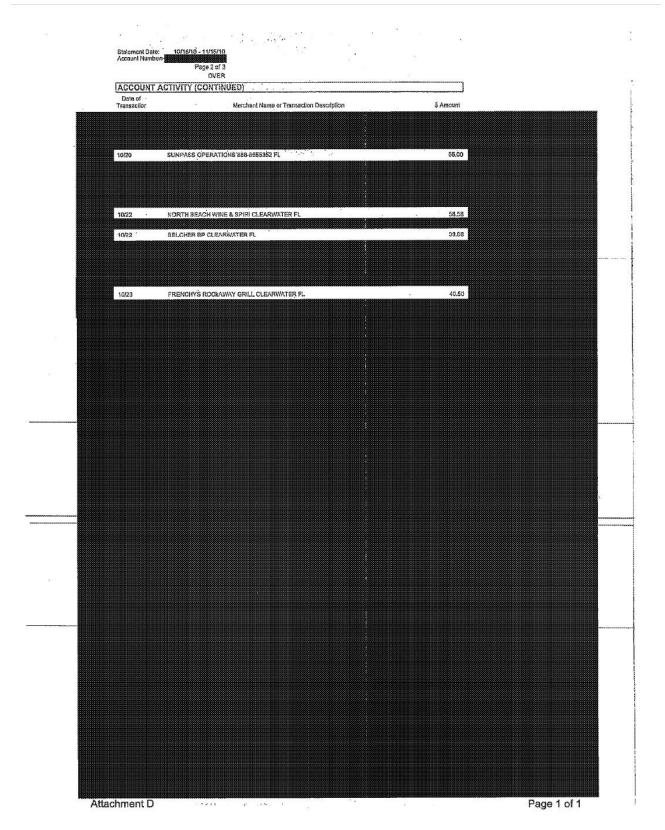


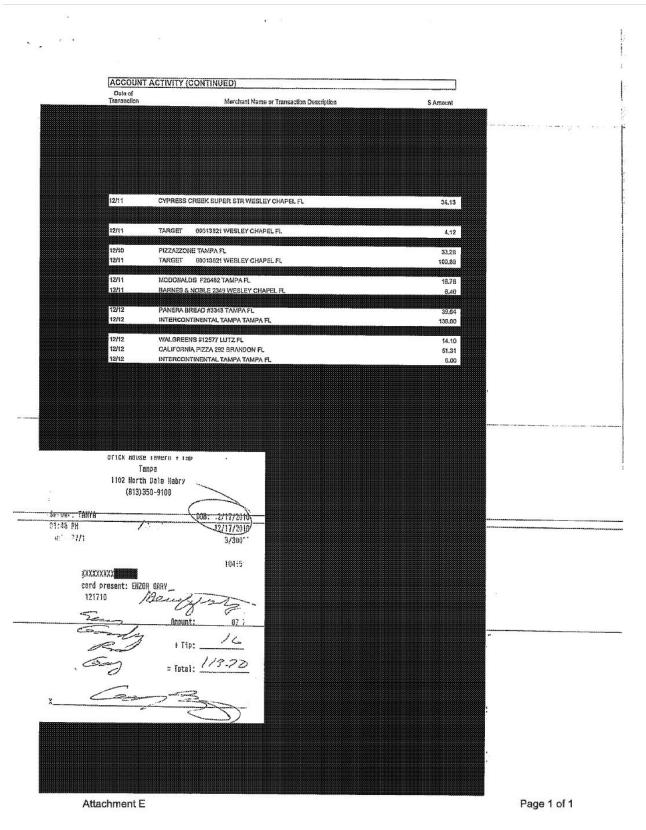


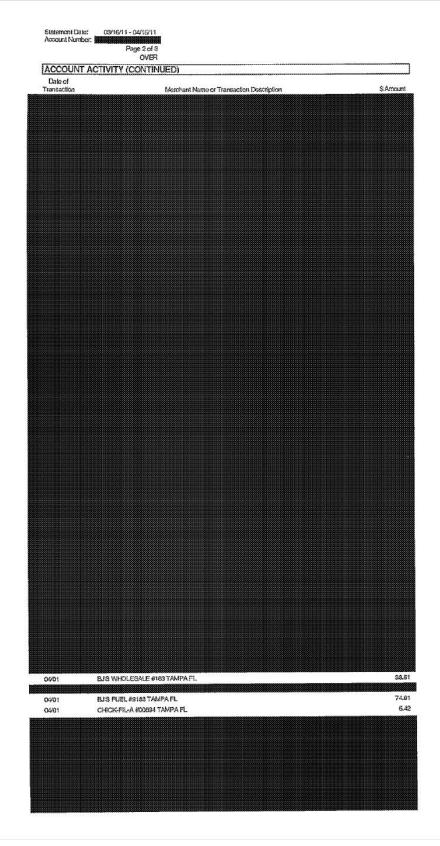
GEnzor



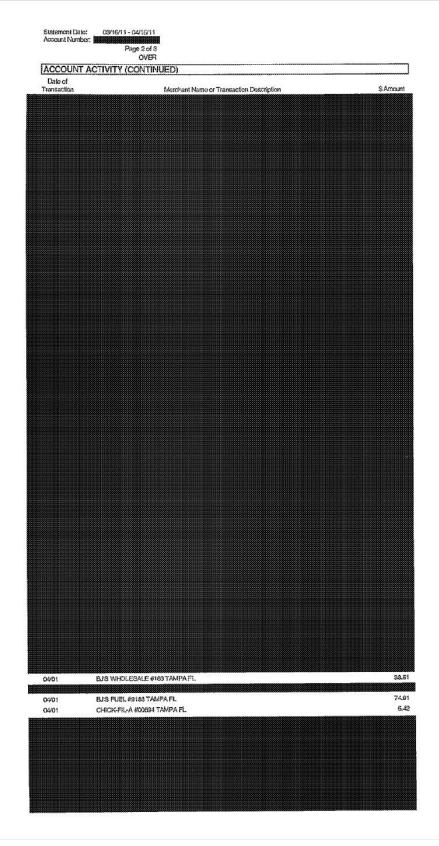
Attachment C Page 1 of 1



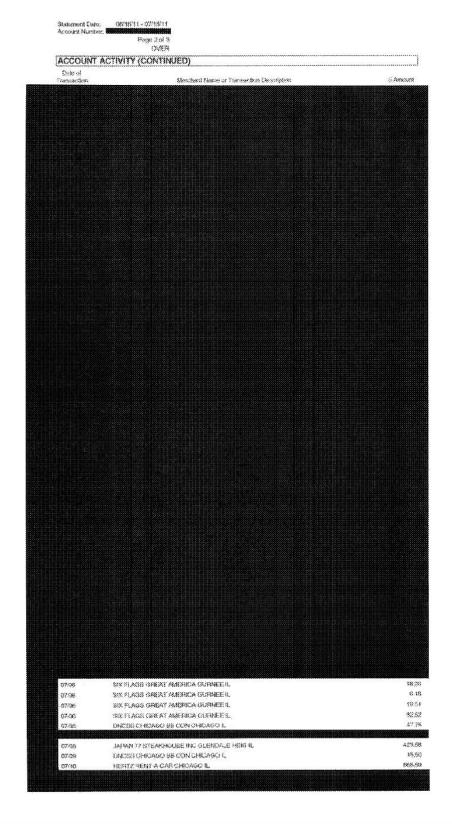




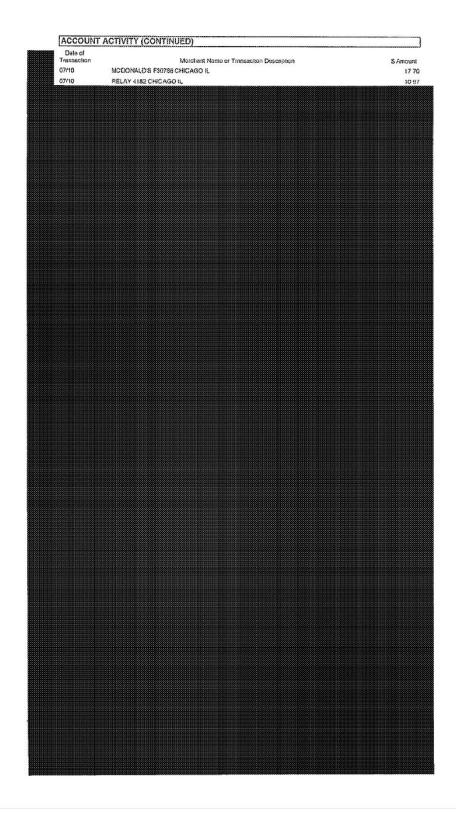
Attachment F Page 1 of 1



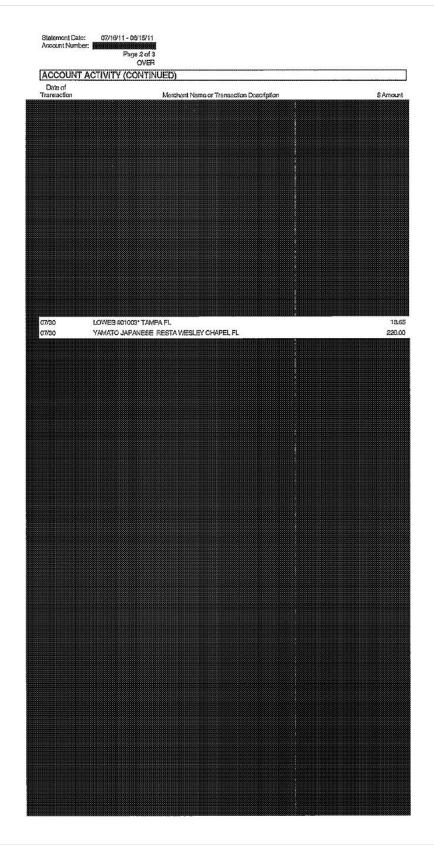
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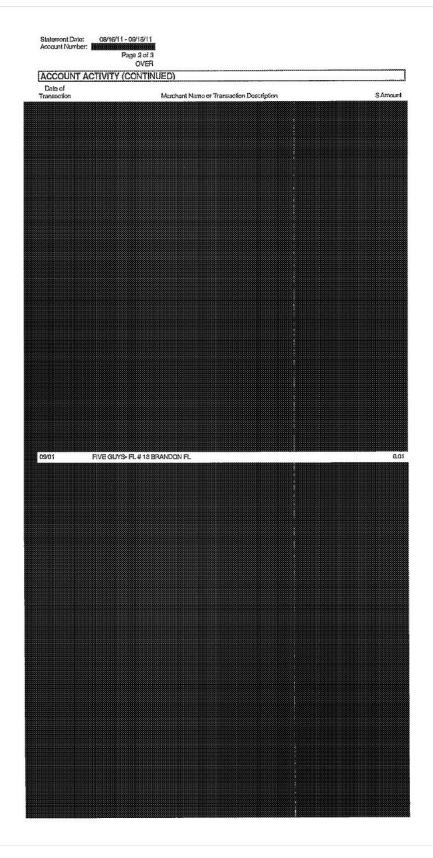
Attachment H Page 1 of 2



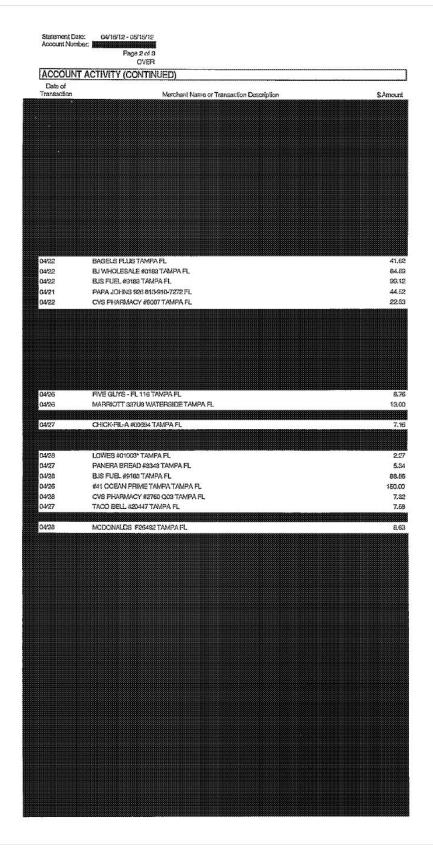
Attachment H Page 2 of 2



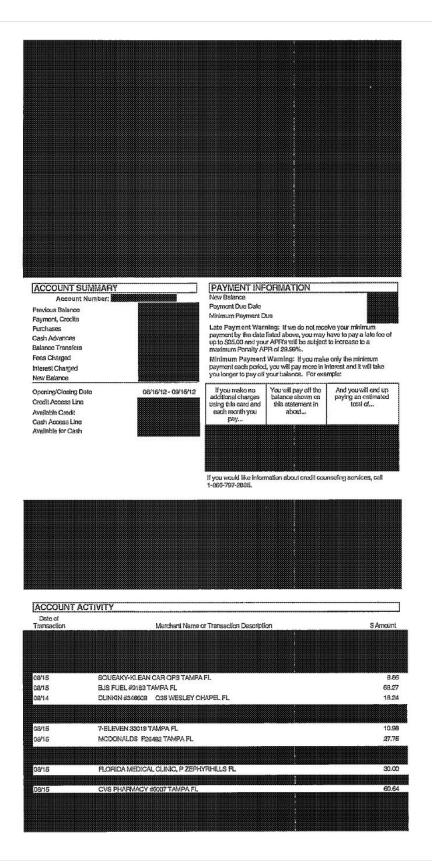
Attachment I Page 1 of 1



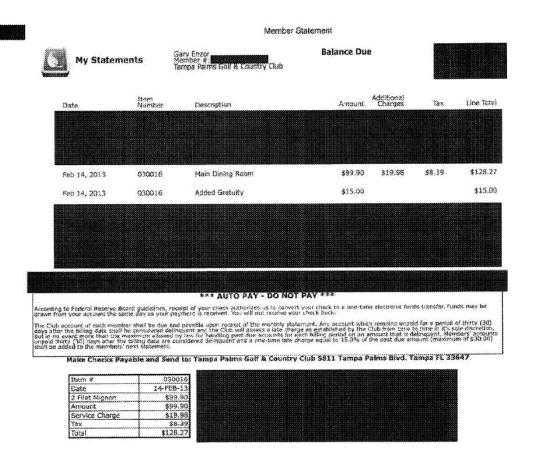
Attachment J Page 1 of 1



Attachment K Page 1 of 1



Attachment L Page 1 of 1



https://members.sh/bcurp.com/cli.b/scripts/mylocker/mylocker.asp?NS>MYLOCKER. Attachment M

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